



BOARD OF GOVERNORS
OF THE
FEDERAL RESERVE SYSTEM
WASHINGTON, D. C. 20551

ADDRESS OFFICIAL CORRESPONDENCE
TO THE BOARD

January 9, 1998

Sterling A. Spainhour, Esq.
Senior Vice President and Counsel
Wachovia Corporation
100 North Main Street
Winston-Salem, North Carolina 27150-3099

Dear Mr. Spainhour:

The Secretary of the Board of Governors of the Federal Reserve System has reviewed the notice filed by Wachovia Corporation, Winston-Salem, North Carolina ("Wachovia"), under section 4(j)(5)(B) of the Bank Holding Company Act ("BHC Act"), as amended by section 2208 of the Economic Growth and Regulatory Paperwork Reduction Act of 1996 (Pub. L. No. 104-208, § 2208, 110 Stat. 3009 (1996)), to increase its ownership of the voting shares of Honor Technologies, Inc., Maitland, Florida ("Honor"), from approximately 11.6 percent to approximately 13.5 percent. Honor engages in data processing and transmission services related to operating an electronic funds transfer network. The Board has determined that such data processing activities are closely related to banking. See 12 C.F.R. 225.28(b)(14).

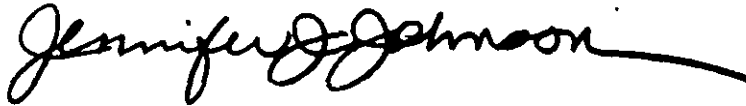
Wachovia has certified that all the criteria set forth in section 4(j)(4) of the BHC Act are met and has filed the information required under that section. Acting pursuant to authority delegated by the Board,^{1/} and based on all the facts of record, including relevant examination, financial, and other reports maintained by the Federal Reserve System, the Secretary does not object to the consummation of the proposal at this time. In making this determination, the Secretary has relied on all the representations and commitments made by Wachovia in connection with the proposal. These representations and commitments are conditions imposed in writing in connection with the findings and decision herein, and, as such, may be enforced under the provisions of applicable law. As provided in section 4(j)(4)(C)(i) of the BHC Act, this determination is subject to all the restrictions, terms, and conditions imposed by

^{1/} 12 C.F.R. 265.5(c)(2).

the Board on the data processing functions of bank holding companies as authorized under the provisions discussed above. In addition, this action is subject to the Board's authority to require reports by, and make examinations of, bank holding companies and their subsidiaries and to require such modification or termination of the activities of a bank holding company or any of its subsidiaries as the Board finds necessary to assure compliance with the BHC Act and the Board's regulations and orders issued thereunder.

The proposal should be consummated within three months after the date of this letter, unless such period is extended by the Federal Reserve Bank of Richmond. Advice of the fact of consummation should be given in writing to the Reserve Bank.

Very truly yours,

A handwritten signature in black ink, appearing to read "Jennifer J. Johnson", with a long horizontal flourish extending to the right.

Jennifer J. Johnson
Deputy Secretary of the Board

cc: Federal Reserve Bank of Richmond
Department of Justice